

**Ceres Gleann Homeowners Board/TAC meeting
Tuesday, July 2, 2013, 3:30 p.m., Community Center**

Minutes

Approved August 6, 2013

1. Welcome and Introductions

Everyone was welcomed to the meeting by Mike Stewart, especially the new homeowners that were present.

2. Ascertain if a Quorum is Present

Mike Stewart, Randy Rohman, Ron Dodge, Mike Holland, Ray Olmstead, and Jim Fowler were present. Ron Hannegan was absent.

A Quorum of both the TAC and Board were Present. Presiding Officer: Mike Stewart

Approximately 30 homeowners were present.

3. Proof of Notice of Meeting

The meeting agenda was posted on the Community Center Outside Bulletin Board three days prior to the meeting and the meeting was noticed in the July Issue of the HOA newsletter & Calendar.

4. Approval of the Minutes of June 4, 2013 TAC Meeting

Motion to accept the June 4, 2013 TAC Meeting minutes was made by Ron Dodge and Seconded. June 4, 2013 TAC Meeting minutes were approved unanimously.

5. Comments/Concerns/Questions/Topics from Homeowners

There were no homeowner comments at this time.

6. Committee, Resource and Service Group Reports

a. ARC - presented by Dick Winn

Dick Reported that the ARC is waiting for the Board to make a decision on an ARC recommended amendment to the ARC Manual regarding: 1) The installation of backyard pools & spas; and, 2) a limit of 2 years maximum for temporary black metal fencing in backyards.

The issue is to be placed on the next Board meeting agenda.

b. CFC - none

c. Communications - presented by Barbara Kerr, Sue Olmstead, and Barbara Silvey.

Barbara Kerr reported The Communications Committee had a committee meeting on June 25, 2013 to discuss the duties and responsibilities of the current members of the committee.

Sue Olmstead presented a draft packet of their findings containing the following: 1) Draft minutes of their June 25, 2013 meeting; 2) Draft Agenda for their June 25, 2013 meeting; 3) Organizational document showing the Titles and Responsibilities for each job, the persons assigned the primary duty and the person/s assigned as backups to each primary; 4) Draft statement of Purpose of the Communications Committee; and, 5) a suggested draft of a letter from the Communications Committee to all Committees and Groups within the HOA to review/update their current Statement of Purpose and to copy the Communications Committee on their reviewed/updated versions, so that they may be placed on the HOA website and made available to potential volunteers.

Sue Olmstead also asked for the TAC to approve the posting of HOA Standing Committee approved meeting minutes on the "protected" side of the HOA website and requested permission for the Communications Committee to contact each Standing Committee Chair. Only the most current last two months of Standing Committee approved meeting minutes would be posted/maintained on the HOA website.

Barbara Silvey announced that she and Linda Holland were working together to perform the Welcome Committee duties and Barbara offered a special welcome to our newest HOA residents, the Hensley and Manning families.

d. Finance - none.

e. Garden - presented by Gaye and Mike Stewart

It seems there continues to be a "skunk in the garden" issue and several methods of deterring them are being tried.

f. Landscape - presented by Larry Samuelson

The Landscape Committee raised a potential problem regarding "grandfathered" backyard trees that have grown too large for the limited space of our backyards. These trees have the potential to create problems with masonry fences and other invasive roots issues. The Landscape Committee was recommending that they contact the affected homeowners to make them aware of the potential problems. Landscape is recommending removal of the trees and, if replaced, to replace them with small patio style trees as described in the HOA Landscape Manual. The Landscape Committee will research the problem and any potential avenues of recourse to either minimizing or eliminating the issue and report their findings to the TAC.

g. Lot - presented by Ted Miller

Ted says that the duties performed by the Lot Committee "enhance the community" and he offered his thanks to the Declarants for their support.

h. Reserve Study - presented by Barbara Kerr

Barbara said that the Reserve Committee has no Chair and one is needed. She also stated that no one on the committee has the required Excel skills. The committee either has to have additional volunteer members with the necessary skills or the HOA needs to contract with a Professional Reserve Study Company. The committee needs to provide the needed volunteer job descriptions to the HOA so volunteers understand what is required. The Reserve Study Committee will follow up on the job descriptions once the 2013 draft HOA Reserve Study is presented to the finance committee.

Barbara Kerr reiterated the issue of the tilting Gazebo that the Declarants were made aware of last year. The Declarants indicated that they were going to level the Gazebo last year and the CFC have put off the scheduled maintenance of repainting the Gazebo walls and applying protectant to the Gazebo floors until the leveling project is done. Judy will call Ron Hannegan to remind him about the Gazebo leveling project.

i. Other - Sue Olmstead asked for clarification as to what direction the TAC wanted her to take regarding: 1) sending out a letter to all HOA Committees asking them to review and/or update their current Committee "Statement of Purpose" documents, and, 2) requesting permission for the Communications Committee to contact each Standing Committee Chair to request they start sending digital copies of their committee's approved meeting minutes for placement on the "protected" side of the HOA website.

Ron Dodge made a motion for the Communications Committee to send out the letter to all HOA Committees asking them: 1) to review and/or update their committee's current "Statement of Purpose" document and to return the reviewed/updated document back to the Communications Committee for placement on the "protected" side of the HOA website; and, 2) permission for the Communications Committee to contact each Standing Committee Chair to request they start sending digital copies of their committee's approved meeting minutes for placement on the "protected" side of the HOA website. It was seconded and approved unanimously.

7. Unfinished Business

a. Recent Community Center Concrete Work to be funded from Reserve fund - formal motion, second, and vote needed to direct Finance Committee. Ray Olmstead noted that there was Oversight in a previous (5/7/13) TAC meeting where the expenditure was approved, but the payment for work was not directed to be funded from the HOA's Reserve Fund.

Motion to use Reserve Study funds to pay for current Community Center concrete work was made by Mike Holland and seconded. The Motion was passed by unanimous vote.

b. Committee Member Vacancies

Mike Stewart initiated a discussion among those present that Volunteers possessing the capabilities needed to meet the Specific Committee's Business Duties and Responsibilities requirements should be given significant consideration when selecting volunteers to fill committee vacancies.

c. Volunteer Application Form and Processing

Ray Olmstead suggested a "received by date" and "reply back date" be added to the Volunteer Application Form for administrative purposes. A submitted Volunteer Application Form file should be kept by the HOA to aid in filling future vacancies. Mike Stewart asked Ray to make the above suggested changes to the Volunteer application Form and bring it back to the TAC for approval.

Mike Stewart reiterated that Completed Volunteer Application forms need to go to the Committee Chair first; then, the Chair passes their recommendation along with the volunteers' business need qualifications to the TAC for final approval.

d. HOA Leadership Planning Workshop

Ray Olmstead requested that the Board, TAC and Committees give serious thought to planning for an HOA Leadership Planning Workshop this year, because of the lack of HOA documentation defining job roles, job duties, and responsibilities for all positions in the HOA Leadership. The HOA Leadership as a whole needs to operate like a team to make sure that our HOA operation is compliant with all our Governing documents and operationally/financially stable overall.

Ray noted that our HOA needs to formally document its operational guidelines and administrative procedures to stabilize our ongoing operation. If the HOA members do not currently possess the abilities or knowledge necessary to satisfactorily perform the duties/responsibilities of the HOA, the HOA needs to give serious consideration to contracting with professionals to perform the HOA duties/responsibilities to ensure that our operation and finances are stable and compliant with all our Governing documents.

d. Other - none

8. New Business

a. Discuss potential conditions necessary to establish early transition of the HOA Administrative Control from Declarants to Homeowners - presented by Mike Stewart

Mike Stewart indicated that the "declarant-controlled" Board has been in administrative control of the HOA much longer than originally anticipated largely because of a slow build out primarily caused by the economy.

During the ensuing discussion the following were mentioned:

Over the 12 years of HOA Operation, the TAC has slowly been "unofficially" given responsibility for the performance of many "declarant-controlled" Board responsibilities as prescribed by the Oregon PCA (Planned Community Act - ORS Chapter 94) and NCA (Non-Profit Corporation Act - ORS Chapter 65) and other HOA Governing Documents. Does the current TAC have only the roles/responsibilities/power of the Transitional Advisory Committee as documented in our HOA Governing Documents or is the TAC the "Quasi Board"?

The current HOA Leadership is experiencing much confusion as to what their specific roles, responsibilities, and powers are, primarily because the existing HOA Governing Documents mainly provide guidance to what the Board's

duties/responsibilities/power is and there is little guidance provided as to the TAC/Committee roles/responsibilities/powers.

If the Declarants, Ceres Gleann LLC, were agreeable, Mike Holland suggested that he meet with the law firm representing the Declarants, Saalfeld Griggs PC, to begin the discussion regarding early transition of the HOA Administrative Control from the Declarants to the Homeowners. Mr. Fowler indicated that he was agreeable to Mike Holland meeting with the Declarant's law firm, Saalfeld Griggs PC.

A motion for Mike Holland to meet with the Saalfeld Griggs PC law firm to initial the early transition discussion was made by Ron Dodge and seconded. The motion was approved by a unanimous vote.

It was also discussed that the HOA should retain its own legal counsel when the discussion of early transition reached the serious negotiation/documentation stage. It was mentioned that the HOA's own legal council should be a law firm whose primary area of expertise is HOA law.

b. Clarify Responsibilities/Duties of Board & TAC members and Document -presented by Ray Olmstead

Even though this subject matter was briefly mentioned in the above early transition discussion, Ray felt it was too important to not revalidate the importance of accomplishing this sooner rather than later. By our HOA not having a well organized HOA Leadership Team receiving direction from a coordinated business plan containing well documented roles/responsibilities/powers for all members of the HOA Leadership, we continue to operate in a manner that creates potential liabilities for our HOA now and in the future.

c. Audit of "Homeowner-Controlled" Corporate Records Files - presented by Ray Olmstead

As a former member of our emergency temporary Corporate Records Committee authorized by the TAC in March of 2011 that was tasked with establishing a "homeowner-controlled" Corporate Records Files after discovering the "declarant-controlled" Book of Records could not be located, Ray feels that it would be appropriate for the HOA to perform an overall review of the existing "homeowner-controlled" Corporate Records Files. Ray suggested that the review be performed by the former temporary Corporate Records Committee members (Jack Ray, Mike Gamble, and Ray Olmstead) and current TAC member, Mike Holland, and there were no objections raised. Ray will proceed with scheduling the review.

d. Enforced Rules Properly and Legally Documented - Presented by Ray Olmstead

Ray expressed a concern that we as an HOA need to ensure that the formation of our committees, any approved clarification to the Governing Documents, all documentation of our HOA's ongoing business operations, and all criteria mandated by the Declarants during the initial build and approval process were/are legally documented. These types of issues not being addressed properly can create significant issues for the HOA in the future.

e. Annual Insurance Review - presented by Ray Olmstead

Ray suggested that an annual insurance review was in order. Ray suggested that we as an HOA need to know what coverage our current insurance policies provide and what liabilities we have. Ray suggested that during an insurance review process we should learn or perform the following:

- Location of our current hard and/ or digital copies of HOA insurance policies
- Name of Local Agent -
- Are there Hard or Digital Copies of Policies in HOA Corporate Records files
- Assemble questions/concerns from HOA Leadership
- Mail the above questions/concerns to HOA Insurance Carrier Local Agent and request a hard copy response from Local Agent
- Schedule meeting with Local Agent, if TAC feels is necessary
- Document findings and notify homeowners

Ray suggested this needs to be addressed prior to our HOA adopting a 2014 HOA Budget.

Mike Stewart asked Ray to follow up on locating a copy of our current insurance policies by contacting Gladys Moorman, Finance Committee Chair, and Ron Hannegan, Board Member to see if they had a copy. It was the general consensus of the TAC and Board members present that we had not changed our HOA insurance policies carrier, but the location of the current policies were not known.

f. HOA and Group Travel - presented by Mike Stewart

Mike Stewart has been contacted by an out-of-state excursion company promoting group travel. Mike informed the audience that the HOA getting involved in group travel has been looked into in the past and that the HOA did not want to take on the added liability. It was felt that individual homeowners could coordinate or participate in group travel without inflicting any added liability to the HOA. Therefore, the HOA has made a decision not to participate in any group travel programs.

g. Other - none

9. Next Meeting Dates

- a. Regular TAC Meeting, Tuesday, August 6, 2013, 3:30 p.m., Community Center

10. Adjournment

The meeting was adjourned at 5:17 p.m.

Ray Olmstead
Secretary of the TAC

Attachments:

- July 2, 2013 TAC Meeting Agenda
- June 4, 2013 TAC Meeting Minutes

Communications Committee Packet containing the following:

- June 25, 2013 Communications Committee draft Minutes and Agenda
- Communications Committee members and responsibilities
- Draft Communications Committee "Statement of Purpose"
- Draft Letter packet, including current committee/group Statements of Purpose, asking committee/groups to review and update their Statement of Purpose and return to the communications Committee with the intent of placing them on the "password protected" section of our HOA website.